

6/13/97

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: RIO DE JANEIRO CARGO, INC.

AUDIT NUMBER.....H97000009747

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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English Translation:

JANUARY River CARGO, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 6/13/97

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**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS: **RIO DE JANEIRO CARGO, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8429 NORTH WEST 68TH STREET  
MIAMI, FLORIDA 33166**

**ARTICLE II - PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III - CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV - PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V - INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8429 NORTH WEST 68TH STREET  
MIAMI, FLORIDA 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**JOÃO R. BARUSCO**

PREPARED BY: GUILLERMO UBIETO, 2320 WEST 68TH STREET HIALEAH, FL. 33016

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THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ROMULO SOARES - PRESIDENT & DIRECTOR  
JOÃO R. BARUSCO - VICE PRESIDENT & DIRECTOR

**ARTICLE VII - INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JOÃO R. BARUSCO  
8429 NORTH WEST 68TH STREET  
MIAMI, FLORIDA 33166

**ARTICLE VIII - INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

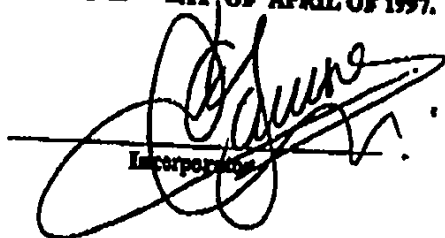
**ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X - BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29<sup>TH</sup> DAY OF APRIL OF 1997.

  
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

**THAT RIO DE JANEIRO CARGO, INC. DESIRING TO ORGANIZE UNDER THE LAWS  
OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY  
OF DADE, STATE OF FLORIDA, HAS APPOINTED JOÃO R. BARUSCO, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.**

**ACKNOWLEDGMENT:**

**HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF RIO DE JANEIRO  
CARGO, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO  
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 23<sup>RD</sup> DAY  
OF APRIL, 1997.**

  
Registered Agent

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